

In re  
PREMIER PCS OF TX, LLC,  
Debtor.

§  
§  
§ Case No. 17-32021-HCM-11  
§  
§

PREMIER PCS has an all-cash offer from UNG TAK HAN or a corporate designee acceptable to METRO PCS, to buy eight of the stores and to assume the lease of each store. The Buyer shall accept each lease according to the same terms PREMIER PCS had, regarding base rent, and as applicable to each location, any “net” features of the lease, and CAM (common area maintenance) charges, and other applicable contractual provisions, for the full remaining present term of each lease. The Buyer is to accede at closing to PREMIER PCS’s security deposits and to all options to renew and extend, and other rights and privileges, enjoyed in each lease by the

Debtor. The landlord and/or leasing agent shall not be entitled to use any bankruptcy clause in the lease (if any), to limit or restrict the Buyer's enjoyment of the lease. The final outcome of this Title 11 case, whether by a confirmed Plan of Reorganization or otherwise, shall have no effect upon the terms of any lease assumed hereunder by the Buyer. This sale and assignment shall not operate as a Release of PREMIER PCS upon the assigned lease for the remainder of its present term or as a Release of its sole member RICHARD AHN from liability for any personal guarantee that has been given, if applicable, for the remaining present term of the lease. Any subsequent renewals and extensions, however, shall not be liabilities of either PREMIER PCS or RICHARD AHN. A list of the eight locations is hereto appended as Exhibit "A." The all-cash offer is hereto appended as Exhibit "B."

4.

The pertinent landlords and/or property managers for each location are shown on Exhibit "A," and they are being served with complete copies of this Motion so that they can participate in the hearing on this Motion.

5.

This sale already has, upon information and belief, the pre-approval of METRO PCS, as the Buyer UNG TAK HAN has over 15 years' experience as a METRO PCS dealer. METRO PCS is being served with this Motion.

6.

It shall be up to the Buyer to arrange for new utility hookups to the store locations. All utilities are to be pro-rated to the date of closing, and PREMIER PCS is to pay its share of the utilities in the regular course of business.

7.

In the event (and only in the event) of a landlord or leasing manager's unwillingness to permit the assignment of a given lease, the sale price shall be reduced by one-eighth for each location. Otherwise the obligation to purchase the eight stores and/or as many stores as the

landlords or leasing agents will permit, is absolute. The Debtor can refuse to close if Buyer does not accept all of the landlord-accepting stores.

8.

Time is of the essence for the Buyer, because the month of February is historically the best month of the year for METRO PCS dealers, as customer tax refunds are available then for purchasing of subscriptions. Buyer wishes to close the purchase as soon as possible in order to get the most out of the tax refund season sales.

9.

This sale is in the best interests of this estate and its creditors. The sale has been negotiated at arm's length. The Buyer is not an insider in relation to the Debtor. The Debtor's historical out-of-pocket cost to set up and furnish each store is approximately \$50,000.00. The balance of the purchase price is for each store's good will and organization. The Debtor has substantial administrative expenses to have to pay for this case—approximately \$50,000.00 for attorney fees and 1% of its 1<sup>st</sup> quarter 2018 disbursements (estimated to be \$4 million) for United States Trustee's fees. The Debtor has substantial current taxes to pay. The Debtor will be able to pay some of the proceeds to secured creditors. The sale will relieve the debtor of operating expenses for the eight locations. The eight locations are all remote from the Debtor's headquarters in El Paso, and they have not been as easy or efficient to administer as the closer locations.

10.

Included with each lease and store being purchased are all furniture, fixtures, and equipment in each store. The inventory of cell phones and the accounts receivable of each store are not included in this sale. Approximately \$2,000.00 worth of cell phone accessories to fit out each store is included with each store.

11.

This sale and assignment are theoretically free and clear of liens under 11 U.S.C. § 363(b) and (f). In practice, there are no liens requiring payment. The known liens which affect the Debtor-in-Possession, are irrespective of asset location, are the following:

- a) A Restraint upon WELLS FARGO BANK Account No. -7860, placed on December 4, 2017 by VICEROY FUNDING. The Restraint was automatically stayed and ordered released by this Court, on December 12, 2017
- b) A “blanket” UCC-1 financing statement filed in Austin, Texas by COMPLETE BUSINESS SOLUTIONS GROUP (“GBSG”) on November 29, 2017. There was no GBSG UCC-1 filed in New Mexico or Colorado, where the eight stores are located.
- c) There are no tax liens, state or federal, filed against the Debtor.

12.

The closing is to occur as soon as practicable after this Motion is approved. The sale proceeds—all \$560,000.00 or such lesser amount by one-eighth for each store where the landlord will not cooperate in the lease assignment—are to be retained by the Debtor, except as follows:

- a) The Debtor will immediately pay any state or local tax arising upon the sale of each store.
- b) An estimated amount of property tax upon each lease, if required to be paid by the tenant according to the lease terms, shall be remitted to the landlord, pro-rated to date of closing. To the extent the Debtor has pre-paid property taxes beyond the closing date, the Buyer shall reimburse Debtor therefor at the closing or as soon thereafter as practicable.

c) An estimated amount of property tax upon the furniture, fixtures, and equipment included in each sale, pro-rated to closing date according to the total of such taxes on those items for the previous year.

d) A deposit of \$12,500.00 to the trust account of the Debtor's attorney E.P. BUD KIRK, to defray his fees and expenses for handling and closing this Motion to Sell and Assign. Such deposit shall be in addition to the Debtor's budgeted periodic payments to Mr. KIRK, depicted in the cash collateral budget approved by the Court to date in this case.

WHEREFORE, PREMISES CONSIDERED, PREMIER PCS prays for approval of the proposed sale, as set out and elaborated in more detail above.

Respectfully submitted this 12<sup>th</sup> day of January, 2018.



E.P. BUD KIRK  
State Bar No. 11508650  
600 Sunland Park Drive  
Bldg. Four, Suite 400  
El Paso, TX 79912  
(915) 584-3773  
(915) 581-3452 facsimile  
[budkirk@aol.com](mailto:budkirk@aol.com)

Attorney for the Debtor

## CERTIFICATE OF SERVICE

I do hereby certify that on the 12<sup>th</sup> day of January, 2018, I did cause a copy of the foregoing Emergency Motion to Sell Eight Stores and Assign Related Leases to be mailed or delivered to Ung Tak Han, 1066 SW 326th St., Federal Way, WA 98023; to U.S. Trustee, P.O. Box 1539, San Antonio, TX 78205-1539; to Premier PCS of TX, LLC, 9537 Dyer Street, Ste. B, El Paso, TX 79924; to Metro PCS Texas, LLC and MetroPCS California, LLC, c/o Steve Stapleton at Cowles & Thompson, P.C., 901 Main Street, Ste. 3900, Dallas, TX 75202; to Viceroy Capital Funding, LLC, c/o Miranda & Maldonado, P.C., 5915 Silver Springs, Bldg. 7, El Paso, TX 79912; to City of El Paso, c/o Don Stecker, 711 Navarro Street, Ste. 300, San Antonio, TX 78205; to River Oaks Properties LTD, c/o Michael J. Shane, Gordon Davis Johnson & Shane P.C., P.O. Box 1322, El Paso, TX 79949-1322; to Ranchland Shopping Center, Ltd., c/o Clyde A. Pine, Jr., P.O. Drawer 1977, El Paso, TX 79950-1977; to Alpha West Investments, Inc., Attn: Michelle Tanner, [mtanner@mccommercialrealestate.com](mailto:mtanner@mccommercialrealestate.com); to Burgarello Plaza LLC, Attn: Eddy Burgarello, [thesicillian777@comcast.net](mailto:thesicillian777@comcast.net); to Farmington Crossing LLC, Attn: Karen Nolen, [Karen@whiteoakdevelopment.net](mailto:Karen@whiteoakdevelopment.net); to GRH Mesa LLC, Attn: Shayna Cox, [scox@hcollc.com](mailto:scox@hcollc.com); to Montgomery Crossing & Wyoming Crossing, Attn: Linda Holcombe, [linda@roncoinc.net](mailto:linda@roncoinc.net); to MoonYoon LLC, Attn: Angela Cavalier, [acavalier@cremn.com](mailto:acavalier@cremn.com); to Peters & Properties, Attn: Craig Yoshimoto, [craig@petersonproperties.net](mailto:craig@petersonproperties.net); to Theo, LLC, Attn: Kristi Adamson, [kristi@oldvine.net](mailto:kristi@oldvine.net); and to all parties in interest as shown on the attached list.

  
\_\_\_\_\_  
E.P. BUD KIRK

4691-VN-011118

Aberdeen Properties, LLC  
P.O. Box 3135  
Roswell, NM 88202

Alpha Comm  
1500 Lake Pkwy.  
Lawrenceville, GA 30043

Alpha West Investments, Inc.  
c/o MC Commercial Real Estate LLC  
1355 S Colorado Blvd., Ste. C-402  
Denver, CO 80222

American Express  
P.O. Box 981535  
El Paso, TX 79998

Atmos Energy (Gas)  
P.O. Box 790311  
Saint Louis, MO 63179-0311

Bank of America  
P.O. Box 15019  
Wilmington, DE 19850

Blanca P. Tucker  
10337 Biscayne  
El Paso, TX 79924

Burgarello Plaza LLC  
2401 San Pedro NE  
Albuquerque, NM 87110

CBSG/Par Funding  
141 N 2nd Street  
Philadelphia, PA 19106

City of Carlsbad (Water Co.)  
P.O. Box 1569  
Carlsbad, NM 88221-1569

City of Farmington (Electric)  
101 N Browning Parkway  
Farmington, NM 87401

City of Farmington (Water Co.)  
800 Municipal Dr.  
Farmington, NM 87401-2663

City of Hobbs (Water Co.)  
200 East Broadway St.  
Hobbs, NM 88240

City of Lovington (Water Co.)  
P.O. Box 1268  
Lovington, NM 88260

City of Lubbock (Electric)  
1301 Broadway  
Lubbock, TX 79401

City of Lubbock (Water Co.)  
1301 Broadway  
Lubbock, TX 79401

City of Portales (Water Co.)  
100 W 1st  
Portales, NM 88130

Clovis Holdings, LLC  
P.O. Box 491817  
Los Angeles, CA 90049

Complete Business Solutions Group, LLC  
c/o Norman M. Valz & Associates, P.C.  
205 Arch Street -2nd Floor  
Philadelphia, PA 19106

Courtyard Plaza, LLC  
5641 S Equestrian Pl  
Hereford, AZ 85615

DBB Holdings, Inc.  
P.O. Box 18087  
Reno, NV 89511

DeLoera Realty  
4300 College Ave.  
Snyder, TX 79549

Doubletree Cell, Inc.  
c/o Aaron Z. Tobin  
8080 Park Lane, Ste. 700  
Dallas, TX 75231

Edwin & Diana Garrett  
1409 W Main Street  
Artesia, NM 88210

El Paso Electric  
P.O. Box 650801  
Dallas, TX 75265-0801

El Paso Water Utilities  
P.O. Box 511  
El Paso, TX 79961

EPCOR Water  
P.O. Box 80037  
Prescott, AZ 86304-8037

Farmington Crossing LLC  
5101 Wheelis Dr., Ste. 310  
Memphis, TN 38117

FM Lubbock SK, LP  
8350 N Central Expressway, Ste. 1750  
Dallas, TX 75206

FOX Capital Group, Inc.  
65 Broadway, Ste. 804  
New York, NY 10005

Green Mountain Energy  
P.O. Box 328  
Houston, TX 77001-0328

GRH Mesa LLC  
855 West Broad Street, Ste. 300  
Boise, ID 83702

GTR Source LLC  
40 Wall Street 28th Floor  
New York, NY 10005

Hee Sung Kim a/k/a Donald Kim  
c/o Aaron Z. Tobin  
8080 Park Lane, Ste. 700  
Dallas, TX 75231

HOP  
21500 Biscayne Blvd. #600  
Aventura, FL 33180

Internal Revenue Service  
Centralized Insolvency Office  
P.O. Box 7346  
Philadelphia, PA 19101-7346

IRS Insolvency Office  
300 E. 8th Street, Mail Stop 5026AUS  
Austin, TX 78701

James A Dick, LP  
200 Bartlett Drive, Ste. 105  
El Paso, TX 79912

JC & GD Investment Co.  
P.O. Box 1355  
El Paso, TX 79948

Kabbage  
730 Peachtree Street NW, Ste. 1100  
Atlanta, GA 30308

Las Palmas RioCan LP  
P.O. Box 202987  
Dallas, TX 75320-2987

Lea County Electric  
P.O. Box 1447  
Lovington, NM 88260

LPEA  
P.O. Box 2750  
Durango, CO 81302-2750

MetroPCS  
2250 Lakeside Dr.  
Richardson, TX 75082

MetroPCS Texas, LLC  
12920 SE 38th Street  
Bellevue, WA 98006

MGR Properties LLC  
P.O. Box 586  
Hobbs, NM 88241-0586

MIMCO  
6500 Montana Ave.  
El Paso, TX 79925

Montgomery Crossing & Wyoming Crossing  
c/o Ronco Investments, Inc.  
8950 W Olympic Blvd., Ste. 372  
Beverly Hills, CA 90211

MoonYoon LLC  
P.O. Box 845490  
Los Angeles, CA 90087

Mr. A.P. Gentry  
P.O. Box 1947  
Boerne, TX 78006

Nexgen  
2221 NE 164th Street, Ste. 1144  
North Miami Beach, FL 33160

NM Gas  
1107 Rio Rancho Blvd. SE  
Rio Rancho, NM 87124

Opal Sky Capital LLC  
6306 Lola Ave., Ste. 200  
Lubbock, TX 79424

Ortequi Enterprises Ltd.  
3517 Frutas Ave.  
El Paso, TX 79905

Peters & Properties  
2325 San Pedro NE, Ste. 2A  
Albuquerque, NM 87110

Peterson Properties&Associates(Electric)  
2325 San Pedro NM, Ste. 2-A  
Albuquerque, NM 87110

PNM Electric  
P.O. Box 27900  
Albuquerque, NM 87125-7900

Promenade-River Oaks, LLC  
106 Mesa Park Drive  
El Paso, TX 79912

Pyro Limited Partnership  
c/o Pyle Properties  
212 Old Grande Blvd. C-100  
Tyler, TX 75703

Ranchland Shopping Center  
P.O. Box 13327  
El Paso, TX 79913

RDC, LLC  
4480 Lonesome Pine  
Las Cruces, NM 88007

Red Rock Enterprises  
508 N Main Street  
Clovis, NM 88101

Richard Ahn  
1213 Wind Ridge Dr.  
El Paso, TX 79912

River Oaks Properties, LTD  
106 Mesa Park Drive  
El Paso, TX 79912

River Oaks Properties, LTD  
P.O. Box 671730  
Dallas, TX 75267-1730

S-SI Carlsbad LP  
5850 Granite Parkway, Ste. 150  
Plano, TX 75024

SB Retail Group Carlsbad LLC  
11701 Bee Caves Rd, Ste. 262  
Austin, TX 78733

T-Mobile USA, Inc.  
12920 SE 38th Street  
Bellevue, WA 98006

Texas Gas Service  
P.O. Box 219913  
Kansas City, MO 64121-9913

Theo, LLC  
1459 S Pearl Street  
Denver, CO 80210

Tomorrow IX Broadmorr LP  
330 Garfield Street  
Santa Fe, NM 87501

United States Attorney

Civil Process Clerk-Internal Revenue Service  
601 N.W. Loop 410, Suite 600  
San Antonio, TX 78216

United States Attorney General  
Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, DC 20530

Vernon Capital Group  
383 Kingston Ave.  
New York, NY 11213

Viceroy  
40 Wall Street 28th Floor  
New York, NY 10005

Water Utility Authority  
P.O. Box 1313  
Albuquerque, NM 87103

XCEL Energy  
P.O. Box 8  
Eau Claire, WI 54702-0008

Yellowstone  
1 Evertrust Plaza 14th Floor  
Jersey City, NJ 07302

Zia Gas  
3700 W Picacho Ave.  
Las Cruces, NM 88007

Zia Sky Capital, LLC  
P.O. Box 53608  
Lubbock, TX 79453

## **EXHIBIT "A"**

**PREMIER PCS OF TX LLC dba Skytalk / Store List & Landlord, Rent Roll ABQ & CO Markets as of 2-01-2018**

	Store	Address	Suite	City	ZIP	Phone	Fax	Area	Division
1	201	1360 Rio Rancho Blvd SE		Rio Rancho	87124	505-891-3867	505-891-3693	1080	NM
2	202	4410 Wyoming Blvd NE	H	Albuquerque	87111	505-299-0171	505-299-0494	1050	NM
3	204	2003 Southern Blvd	104	Rio Rancho	87124	505-896-9409	505-896-9398	1100	NM
4	205	5604 Menaul Blvd NE		Albuquerque	87110	505-888-7962	505-888-7059	1100	NM
5	206	5150 E Main Street	111	Farmington	87402	505-326-5421	505-326-2197	1000	NM
6	212	1245 W Apache Street	105	Farmington	87401	505-326-2809	505-326-2716	3000	NM
7	213	3000 E 20th Street	D	Farmington	87401	505-325-4012		3000	NM
8	701	1145 South Camino Del Rio	120	Durango	81301	970-259-4239	970-259-4126	1400	CO

	Store #	Payable to	Amount	Mailing Address	Property Manager	Phone Number
1	201	GRH Mesa LLC	\$2,009.69	855 West Broad Street Ste 300 Boise ID 83702	Shayna Cox	208-908-5584
2	202	Montgomery Crossing & Wyoming Crossing LLC	\$2,000.00	Ronco Investments, Inc 8950 W Olympic Blvd Suite 372 Beverly Hills, CA 90211	Linda Holcombe	310-271-2019
3	204	Theo LLC	\$2,209.50	1459 S Pearl Street Denver CO 80210	Kristi Adamson	303-777-2500 E106
4	205	Burgarello Plaza LLC	\$1,600.00	2401 San Pedro NE Albuquerque NM 87110	Eddy Burgarello	505-379-5348
5	206	MoonYoon LLC	\$2,263.50	PO BOX 845490 Los Angeles CA 90087-5490	Angela Cavalier	505-798-2600 E205
6	212	Farmington Crossing llc	\$2,683.33	5101 Wheelis Dr. ste 310 Memphis Tennessee 38117	Karen Nolen	901-300-3420
7	213	Peters & Properties	\$2,000.00	2325 San Pedro NE ste 2A Albuquerque NM 87110	Craig Yoshimoto	505-326-1770
8	701	Alpha West Investments Inc	\$3,793.20	1355 S Colorado Blvd Suite C-402 Denver CO 80222	Michelle Tanner	303-758-3336
		<b>Total</b>	<b>\$18,559.22</b>			

201: Shayna Cox: scox@hcollc.com/ 202: Linda Holcombe: linda@roncoinc.net/701:Michelle Tanner:mtanner@mccomercialrealestate.com

205: Eddy Burgarello: thesicilian777@comcast.net/206: Angela Cavalier:acavalier@crenmn.com/204: Kristi Adamson: kristi@oldvine.net

212:Karen Nolen:karen@whiteoakdevelopment.net/213: Craig Yoshimoto:craig@petersonproperties.net

## **EXHIBIT “B”**

## LETTER OF INTENT FOR BUSINESS ACQUISITION

1/2/2018

This letter of intent is a mutual agreement between Buyer and Seller for the purchase of the 8 locations below described in the amount of \$560,000.00 (Five Hundred Sixty Thousand Dollars).

This amount includes all lease security deposits, all furniture and computers, Showcases, all signages for metroPCS, Copier, Printer.

Buyer has to assume the current Merchant Service Agreement until 12-31-2018, and the lease and service agreement for ADT until lease expiration.

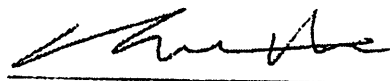
This agreement excludes all metroPCS phones and Accessories.

Location(s):

	Store #	Address	Suite	City	ZIP
1	201	1360 Rio Rancho Blvd SE		Rio Rancho	87124
2	202	4410 Wyoming Blvd NE	H	Albuquerque	87111
3	204	2003 Southern Blvd	104	Rio Rancho	87124
4	205	5604 Menaul Blvd NE		Albuquerque	87110
5	206	5150 E Main Street	111	Farmington	87402
6	212	1245 W Apache Street	105	Farmington	87401
7	213	3000 E 20th Street	D	Farmington	87401
8	701	1145 South Camino Del Rio	120	Durango	81301

Seller, PREMIER PCS OF TX, LLC is currently under Bankruptcy Chapter 11 (Case#: 17-32021), and this agreement is conditioned upon approval of Bankruptcy Court and metroPCS.

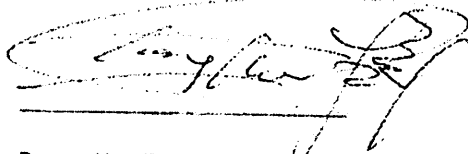
The final closing shall be on or before 1-31-2018.



Seller: PREMIER PCS OF TX, LLC / Richard Ahn, a Member

1-2-2018

Date



Buyer: Ung Tak Han, it's successor and/or assigner

1-2-2018

Date